

This agreement (this "Agreement") is made and entered into as of this 24th day of April 2003,

by and between

1. Itec, LLC, (hereafter: "Itec"), a State of New York, U.S.A. limited liability company with its administrative seat at 102 Prince Street, NY, NY 10012, U.S.A.

and

2. Hyperion VOF (hereafter: "Hyperion"), a Belgian corporation with its administrative seat at Brouwersstr. 1/19, B-3000 Leuven.

Hyperion confirms that for the receipt of 25,000.00 USD, Hyperion shall transfer the ownership of the Object Code, Source Code and intellectual property of OS 4.0 to Itec in accordance with the provisions of the November 1, 2001 agreement between Amiga, Hyperion and Eyetech and to the extent it can do so under existing agreements with third party developers whose work shall be integrated in OS 4.0.

DEFINITIONS

For purposes of this Agreement, in addition to capitalized terms defined elsewhere in this agreement, the following defined terms shall have the meanings set forth below:

"Amiga OS Source Code" means the Source Code of the Classic Amiga OS including but not limited to the Source Code of Amiga OS 3.1, 3.5 and 3.9;

"Classic Amiga OS" means the operating system owned and developed by Amiga Inc. and largely based on the operating system shipped with the commodore Amiga line of computers sold in the 1980's and early '90's;

"Confidential information" means any business and technical information of a party hereto that is treated as confidential by such party and furnished to the other party, and which includes but is not limited to computer programs, Source code, Object code, algorithms where such information, if in writing, is identified in writing to the other party as confidential prior to or concurrently with the transmission of such information, and if conveyed orally is identified orally as confidential prior to or concurrently with the transmission of such information and confirmed in writing within seven (7) days thereafter. Source Code is hereby designated as Confidential Information.

"Object Code" means software in a machine readable form that is not convenient to human understanding of the program logic, and that can be executed by a computer using the appropriate operating system without compilation or interpretation. Object Code specifically excludes Source Code.

RJKW

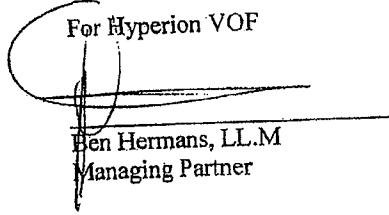
“OS 4.0” means the version of the Classic Amiga OS developed by Hyperion pursuant to the November 1, 2001 agreement and with the functionality described in Annex I thereof;

“OS 4” means any version the Classic Amiga OS developed by Hyperion pursuant to the November 1, 2001 agreement;

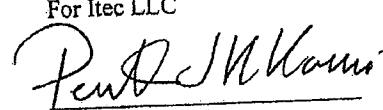
“Software” or “the Software” means the Source Code of Amiga OS 3.1 and the upgrades of Amiga OS 3.1 including but not limited to OS 3.5 and 3.9 and associated “Boing Bags”;

“Source Code” means software when written in a form or language understandable to humans, generally in a higher level computer language, and further including embedded comments in the English language.

For Hyperion VOF


Ben Hermans, LL.M
Managing Partner

For Itec LLC


Dr. Pentti Kouri
Managing Member

Delaware

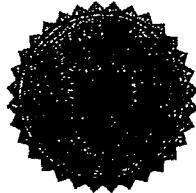
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KMOS, INC.", CHANGING ITS NAME FROM "KMOS, INC." TO "AMIGA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2005, AT 5:13 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3712234 8100
050065969



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3651937

DATE: 01-31-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:28 PM 01/26/2005
FILED 05:13 PM 01/26/2005
SRV 050065969 - 3712284 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KMOS, INC.

KMOS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of KMOS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Articles numbered **FIRST** and **FOURTH** to that, as amended, said Articles shall be and read as follows:

FIRST The name of this corporation shall be AMIGA, INC.

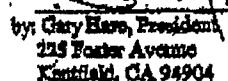
FOURTH The aggregate number of shares which the Corporation shall have authority to issue is 100,000,000 shares, with a par value of \$0.001 per share, all of which shall be of the same class and all of which hereby are designated as common stock. Each share of the common stock of the Corporation shall have one vote for all corporate purposes, with no cumulative voting rights. Each share of common stock shall have equal rights on dissolution, corporate distribution and for all other corporate purposes.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, KMDL, INC. has caused this certificate to be signed by
GARY HARE, its President, this 25 day of December 2005.



by: Gary Hare, President
225 Foster Avenue
Kentfield, CA 94904



by: John Gagnon, Secretary
17 Deep Track Lane
Goldsboro, NY 10526

MAR-15-1996 23:11

P.18/33

Penitti Kouri

From: Ben Hermans [LegendConsulting@netscape.net]
Sent: Friday, October 10, 2003 2:33 AM
To: penitti@earthlink.net
Cc: billmc@starband.net
Subject: AmigaOS 4 legal status

Gentlemen,

At the request of Bill McEwen I can hereby confirm that there are no other liens or liabilities attached to Amiga OS 4.0 other than those set out in the license agreement between Amiga Inc., Hyperion and Eytéch.

best regards,

--
Ben Hermans
Managing partner Hyperion Entertainment

McAfee VirusScan Online from the Netscape Network.
Comprehensive protection for your entire computer. Get your free trial today!
<http://channels.netscape.com/ns/computing/mcafee/index.jsp?promo=393397>

Get AOL Instant Messenger 5.1 free of charge. Download Now!
<http://aim.aol.com/aimnew/Aim/register.adp?promo=380455>

ITEC, LLC
102 Prince Street
New York, NY 10012

June 20, 2007

VIA EMAIL & INTERNATIONAL COURIER

HYPERION VOF
Brouwersstr
1/19 B-3000 Leuven
Brussels, Belgium

Gentlemen:

Reference is made to that certain agreement dated April 24, 2003 between Itec LLC ("Itec") on the one hand and Hyperion VOF ("Hyperion") on the other, a copy of which is attached hereto as Exhibit "A" for your convenience (the "Agreement").

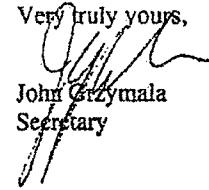
Pursuant to that Agreement, Hyperion, among other things, agreed to transfer to Itec the ownership interest in the Object Code, Source Code and intellectual property of OS 4.0, as more fully described in the Agreement (hereinafter collectively, "OS.4.0"), for the sum of \$25,000 (U.S.).

Although this sum has heretofore been paid to Hyperion, to date, Hyperion has not transferred ownership to Itec in accordance with the Agreement, nor provided Itec with the OS.4.0, even though, we understand, Hyperion has taken the position that the OS.4.0 is now completed.

Therefore, to avoid any dispute, and reserving all rights and claims to recover any payments previously made in this regard, Itec is enclosing herewith a check in the amount of \$25,000 as full payment for the OS.4.0 pursuant to the referenced Agreement.

Please provide us with all requisite title documents with respect to, and delivery of the physical, OS.4.0, as soon as commercially practicable. If such delivery cannot be made by the close of business on June 26, 2007 (NYT), I should appreciate your advising in writing why this is so, and when such delivery shall be made.

Very truly yours,


John Grzymala
Secretary

NYLSB-4213822-LGOTTHOF

1168

ITEC LLC		DATE <u>6/20/07</u>
PAY TO THE ORDER OF	<u>HYPERION VOF</u>	\$ 25,000.00
<u>Jeffrey T. Noland</u>		DOLLARS <u>25,000</u>
CHASE	JPMorgan Chase Bank 35 Prospect Street Stamford, CT 06901	
FOR	#001168 10211003611821501224765	